

HEBER CREEPER

P.O. BOX 69, HEBER CITY, UTAH

84032

PHONE: (801) 654-2621

April 7, 1977

NOTICE

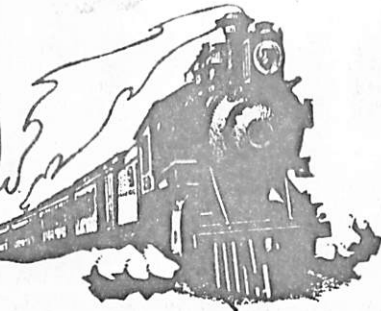
There will be a special meeting of the stockholders of Heber Creeper, Inc. Saturday, April 16, 1977, at 7:00 a.m. at the offices of Ashton Oil and Transportation, 40 East 100 North, Heber City, Utah.

Several motions were made and passed by the stockholders at the Annual Stockholders Meeting. Some pertained to changes in the By-Laws which was later determined to be improper procedure. We quote from Article VIII, Section 1, of the By-Laws:

"Section 1. HOW AMMENDED. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of the stockholders representing a majority of the whole capital stock, at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each stockholder of record, which notice shall state the alterations, amendments, or changes which are proposed to be made in such By-Laws. Only such changes as have been specified in the notice shall be made. If, however, all the stockholders shall be present at any regular or special meeting, these By-Laws may be amended by a unanimous vote, without any previous notice."

We therefore request with your presence at the meeting or solicit your proxy so that the proposed changes can be made in compliance with our By-Laws.

7 Apr 1977



HEBER CREEPER

P.O. BOX 69, HEBER CITY, UTAH 84032

PHONE: (801) 654-2621

April 7, 1977

HEBER CREEPER, INC.

MINUTES OF ANNUAL STOCKHOLDERS MEETING

APRIL 2, 1977

Meeting convened at 1:20 p.m. Roll call of Stockholders showed the following shares present and voting:

Lowe Ashton	11,840	Gordon Mendenhall	5,105
R.J. Hatfield	567	Steven Carr	500
Doug Brown	1,650	Del Wallengren	4,000
W.E. Sweeney	16,000	Reed Hatch	10
Al LeFevre	701	Craig Drury	274
Steven Belmont	106	Wesley Budd	10,977
J.R. Edwards	3,000	Gordon Wheeler	518

TOTAL PRESENT: 55,238

Proxies held by Lowe Ashton included:

Dennis A. Spendlove	1,200	Edward McLaughlin	1,400
Mary Ashton	3,500		

Proxies held by Gordon Mendenhall included:

Jim Ritchie	4,532	Keith Ritchie	4,531
Leon Ritchie	4,531		

Proxies held by J.R. Edwards included:

C.H. Nielson	9,952
--------------	-------

TOTAL PROXIES: 29,646

Noting that there were 84,884 shares present or by proxy a determination of a quorum was made and the meeting proceeded.

Cindy Drury read the minutes of the Stockholder meeting held April 24, 1976. Gordon Mendenhall moved that the minutes be approved as read. W.E. Sweeney seconded. Motion carried.

Lowe Ashton introduced Mr. Reed Hatch who will be working closely this summer with our operation assisting Craig with engine maintenance, etc.

Mr. Ashton then explained our advertising and promotion campaign for the 1977 season. The Board has met with Mr. Monte Bona and approved his concept and budget as presented by Results, Inc.

Del Wallengren commented on the problem of holding regular Board meetings throughout the operating season. He suggested various ways that we might address this problem, i.e., enabling corporate business to be transacted without a quorum, not requiring the 5 days written notice, giving the chairman the right to poll Board members by telephone on important matters and take direct action, without the calling of an official meeting, and also the possibility of cutting the number of the Board to seven instead of nine.

MOTION #1: Del Wallengren made a motion to amend the By-Laws, Article II Section 5, and require that the Board of Directors meetings be held monthly with the exception of April 1 to November 1, when the Board will meet bi-monthly at a scheduled time and place. W.E. Sweeney seconded. Motion carried.

MOTION #2: Del Wallengren made a motion that we amend the By-Laws, Article II Section 1, and reduce the number of Directors to seven. W.E. Sweeney seconded. A vote was called with 52,451 votes Yes, 32,433 votes Negative. Motion carried.

MOTION # 3: Del Wallengren made a motion that we amend the By-Laws, Article II Section 5, enabling the Board of Directors to take legal action in lieu of a meeting by the chairman polling the Directors by telephone and receiving quorum approval or disapproval, with followup by a letter for written approval to be signed and returned. Gordon Mendenhall seconded. Motion carried.

MOTION #4: J.R. Edwards made a motion to amend the By-Laws, Article II, Section 6, that special meetings can be called with 12 hours minimum notice by telephone. R.J. Hatfield seconded. Motion carried.

Del Wallengren noted that the financial reports has suffered some delays in the past and that every effort should be made to expedite these reports.

MOTION #5: Del Wallengren made a motion that the payables, receivables, and cash flow figures be available to the Board on a weekly basis, by Wednesday of the following week. Gordon Mendenhall seconded. Motion carried.

Lowe Ashton then updated the stockholders on the track renovation project. The passing track at Bridal Veil Falls to be first priority to eliminate delays in switching at Vivian Park, and shorten our running time.

Lowe Ashton called for inspectors of election. Wesley Budd moved that we waive the rules. W.E. Sweeney seconded.

Lowe Ashton called for nominations for Directors. Nominations were as follows: Gordon Mendenhall, Lowe Ashton, Del Wallengren, Craig Drury W.E. Sweeney (nomination withdrawn) Doug Brown, Reed Hatch, Jim Ritchie, Wes Budd and J.R. Edwards. W.E. Sweeney made a motion that nominations cease J.R. Edwards seconded.

The following stockholders were elected to the Board of Directors for the coming season: Lowe Ashton, Gordon Mendenhall, Del Wallengren, Craig Drury, Doug Brown, Jim Ritchie, and Wesley Budd.

Gordon Mendenhall made a motion that the meeting be adjourned. W.E. Sweeney seconded. Meeting closed at 3:30 p.m.

Cindy Drury

STOCKHOLDERS PROXY FOR SPECIAL MEETING

HEBER CREEPER, INC.

KNOW ALL MEN BY THESE PRESENTS, That the undersigned hereby constitutes and appoints _____ attorney or agent with power of substitution to vote on my behalf in the following manner: (Please check your vote)

Article II Section 5: DIRECTORS MEETINGS. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of five directors.

MOTION #1: Del Wallengren made a motion to amend the By-Laws, Article II Section 5, and require that the Board of Directors meetings be held monthly with the exception of April 1, to November 1, when the Board will meet bi-monthly at a scheduled time and place.

YES _____ NO _____

Article II Section 1: NUMBER. The affairs and business of this corporation shall be managed by a Board of Nine Directors, who need not be stockholders of record, and at least one of such Directors shall be a resident of the State of Utah and a citizen of the United States.

MOTION #2: Del Wallengren made a motion that we amend the By-Laws, Article II Section 1, and reduce the number of Directors to seven.

YES _____ NO _____

Article II Section 5: DIRECTORS MEETINGS. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at such other times as the Board of Directors may determine. Special meeting of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of five directors.

MOTION # 3: Del Wallengren made a motion that we amend the By-Laws, Article II, Section 5, enabling the Board of Directors to take legal action in lieu of a meeting; by the chairman polling the Directors by telephone and receiving quorum approval or disapproval, with followup by a letter for written approval to be signed and returned.

YES _____ NO _____

Article II Section 6: NOTICE OF MEETINGS. Notice of meetings, other than the regular annual meetings shall be given by service upon each Director in person, or by mailing to him at his last known post-office address, at least five days before the date therein designated for such

meeting, including that day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

MOTION #4: J.R. Edwards made a motion to amend the By-Laws, Article II, Section 6, that special meetings can be called with 12 hours minimum notice by telephone.

YES _____ NO _____

Witness the hand of the undersigned this _____ day of _____, one thousand nine hundred and seventy-seven.

(Sign Here) _____

We earnestly request either your presence or your proxy since we must have a majority of the stock either in person or by proxy to change the By-Laws. We feel the suggested changes will make our company more efficient.

Cindy Drury